

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

PHOENIX PAYMENT SYSTEMS, INC.)	
d/b/a ELECTRONIC PAYMENT)	
EXCHANGE,)	
)	
Plaintiff,)	
)	
v.)	C.A. No. 07-537-***
)	
LEXCEL, INC. and)	
LEXCEL SOLUTIONS, INC.,)	
)	
Defendants.)	

STIPULATION AND [PROPOSED] ORDER

WHEREAS, the parties' stipulation (D.I. 28), which was entered by the Court, currently provides for initial disclosures to be made by February 1, 2008; and

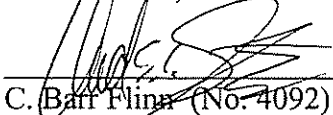
WHEREAS, the parties continue to explore settlement possibilities and mediation has been scheduled with the Court on April 22, 2008 (D.I. 32).

Counsel for the parties hereby stipulate and agree, subject to Court approval, to extend the deadline for initial disclosures through and including May 6, 2008.

MORRIS, NICHOLS, ARSHT & TUNNELL, LLP

/s/ Julia Heaney
Jack B. Blumenfeld (No. 1014)
Julia Heaney (No. 3052)
1201 North Market Street
P.O. Box 1347
Wilmington, DE 19899
(302) 658-9200
jheaney@mnat.com

YOUNG CONAWAY STARGATT &
TAYLOR, LLP


C. Barr Flinn (No. 4092)
Chad S.C. Stover (No. 4919)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, DE 19801
(302) 571-6600
cstover@ycst.com

OF COUNSEL:

David J. Wolfsohn
Steven B. Samuels
Jordan L. Jonas
Woodcock Washburn LLP
Cira Centre, 12th Floor
2929 Arch Street
Philadelphia, PA 19104
(215) 568-3100

*Attorneys for Plaintiff Phoenix Payment Systems,
Inc. d/b/a Electronic Payment Exchange*

OF COUNSEL:

Lawrence G. Scarborough
George C. Chen
Jason K. Reed
Bryan Cave LLP
Two North Central Avenue, Suite 2200
Phoenix, Arizona 85004-7367
(602) 364-7000

*Attorneys for Defendants
Lexcel, Inc. and Lexcel Solutions, Inc.*

Dated: February 1, 2008

SO ORDERED this ____ day of _____, 2008.

United States District Judge